

Litman Scott
Form 3
February 10, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Highstar Capital LP | | (Month/Day/Year) | Kinder Morgan Holdco LLC [KMI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 277 PARK AVENUE, 45TH FLOOR | | 02/10/2011 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| NEW YORK, Â NY Â 10172 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|----------------------|-------------|-------------|----------------------|------------|----------------|---|-----------------------|
| CLASS A COMMON STOCK | Â (1)(2)(3) | Â (1)(2)(3) | CLASS P COMMON STOCK | 4,177,898 | \$ (1) (2) (3) | I | See Footnotes (4) (8) |
| CLASS A COMMON STOCK | Â (1)(2)(3) | Â (1)(2)(3) | CLASS P COMMON STOCK | 20,743,460 | \$ (1) (2) (3) | I | See Footnotes (5) (8) |
| CLASS A COMMON STOCK | Â (1)(2)(3) | Â (1)(2)(3) | CLASS P COMMON STOCK | 61,158,637 | \$ (1) (2) (3) | I | See Footnotes (6) (8) |
| CLASS A COMMON STOCK | Â (1)(2)(3) | Â (1)(2)(3) | CLASS P COMMON STOCK | 26,790,415 | \$ (1) (2) (3) | I | See Footnotes (7) (8) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Highstar Capital LP 277 PARK AVENUE, 45TH FLOOR NEW YORK, NY 10172 | Â | Â X | Â | Â |
| Beall Christopher 277 PARK AVENUE, 45TH FLOOR NEW YORK, NY 10172 | Â | Â X | Â | Â |
| Litman Scott 277 PARK AVENUE, 45TH FLOOR NEW YORK, NY 10172 | Â | Â X | Â | Â |
| Lee Christopher Hoiles 277 PARK AVENUE, 45TH FLOOR NEW YORK, NY 10172 | Â | Â X | Â | Â |

Signatures

/s/ Scott Litman Name: Scott Litman Title: Executive Vice-President of Highstar Capital, L.P.

02/10/2011

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The Reporting Persons hold Series A-3 shares of Class A Common Stock ("Class A Shares"). A holder of Class A Shares may, from time to time prior to May 31, 2015, elect to convert some, or all, of its Class A Shares in order to sell the resulting shares of the Issuer's Class P Common Stock ("Common Shares") to a third party or to make a distribution of such resulting Common Shares to its investors or partners. As of the date of this filing, Class A Shares are convertible on a one-for-one basis into Common Shares.
- (2) As certain thresholds are met through holders of Class A Shares receiving additional value in the future from their ownership of the Class A Shares, either via distributions paid by the Issuer on such Class A Shares or future sales or distributions to its investors or partners of Common Shares received upon conversion of their Class A Shares, the holders of the Issuer's Series B-3 Class B Common Stock ("Class

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B Shares") and Series C-3 Class C Common Stock ("Class C Shares") will convert or be entitled to convert a portion of their Class B Shares and Class C Shares into Common Shares, and the Class A Shares will have their conversion ratio reduced in proportion to the amount of Common Shares that the Class B Shares and Class C Shares receive upon conversion.

The total number of Common Shares that the Class A Shares, Class B Shares and Class C Shares may receive in the aggregate is fixed. The formula for the conversion of Class A Shares, Class B Shares and Class C Shares into Common Shares, as well as the terms and conditions of such conversions, are specified in Article Fourth of the Issuer's Certificate of Incorporation, filed as Exhibit 3.1 of the

- (3) Issuer's Amendment No. 3 to the Registration Statement on Form S-1, filed with the Securities and Exchange Commission on January 26, 2011. Each Reporting Person will convert some of its Class A Shares, on a one-for-one basis, into the Common Stock that such Reporting Person will sell in the Issuer's initial public offering of its Common Stock (the "IPO"). This conversion of Class A Common Stock into Class P Common Stock will occur prior to the closing of the IPO.

These Class A Shares are held for the account of Highstar II Knight Acquisition Sub, L.P. ("Highstar II"). Highstar Capital, L.P., a

- (4) Delaware limited liability partnership ("Highstar Capital") serves as investment manager for Highstar II. Highstar Capital is controlled by Messrs. Lee, Miller, Stokes, Beall and Litman.

- (5) These Class A Shares are held for the account of Highstar III Knight Acquisition Sub, L.P. ("Highstar III"). Highstar Capital serves as investment manager for Highstar III. Highstar Capital is controlled by Messrs. Lee, Miller, Stokes, Beall and Litman.

- (6) These Class A Shares are held for the account of Highstar KMI Blocker LLC ("Highstar KMI"). Highstar Capital serves as investment manager for Highstar KMI. Highstar Capital is controlled by Messrs. Lee, Miller, Stokes, Beall and Litman.

- (7) These Class A Shares are held for the account of Highstar Knight Partners, L.P. ("Highstar Knight"). Highstar Capital serves as investment manager for Highstar Knight. Highstar Capital is controlled by Messrs. Lee, Miller, Stokes, Beall and Litman.

Each Reporting Person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any securities covered by this statement. Each Reporting Person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

(8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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